

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

701 Pennsylvania Avenue, N.W.
Washington, D.C. 20004

James L. Casserly

Direct dial 202 661-8749
jlcasserly@mintz.com

202 434 7300

202 434 7400 *fax*

October 29, 2002

Ex Parte Notice

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, SW
Washington, D.C. 20554

**Re: Applications for Consent to the Transfer of Control of Licenses from
Comcast Corporation and AT&T Corp., Transferors, to AT&T Comcast
Corporation, Transferee, MB Docket No. 02-70**

Dear Ms. Dortch:

On October 28, 2002, Brian L. Roberts, president of Comcast Corporation, had a telephone conversation with FCC Chairman Michael K. Powell regarding the above-captioned proceeding.

In their conversation, Mr. Roberts reiterated the importance to Comcast's customers, investors, and employees of a timely final decision by the Commission on the merger review. He stated his desire to proceed expeditiously with completing the rebuild of current AT&T Broadband cable systems, serving about one-third of the company's customers. Mr. Roberts also noted that his company and AT&T Broadband had, between them, entered into several voluntarily negotiated agreements with third-party ISPs during the past year, thus advancing the Commission's goal of promoting such marketplace agreements.

Mr. Roberts noted that the merger applicants have been exceedingly forthcoming with all relevant documentation in response to Commission requests. He also stated that the Commission should reject the pending motions by certain consumer groups and by a separate commercial ISP competitor requesting the release for public comment of the ISP carriage agreement that AOL has entered into with AT&T Broadband and Comcast ("the AOL ISP Agreement"). Mr. Roberts noted the highly proprietary, confidential nature of that agreement, and his serious concern that, were it to be submitted to the Commission in the context of this proceeding despite having no relevance to the merger review, there is serious risk that its confidentiality could be compromised, even with current Commission procedures in place.

Mr. Roberts observed that certain petitioners had, at various times, raised at least three different concerns about the AOL ISP Agreement – that it might be "exclusive," that it might by

October 29, 2002

Page 2

its terms modify the TWE Restructuring Agreement, and that it might provide evidence of “market power” on the part of the combined AT&T Comcast. He said that all three questions had been addressed unequivocally through statements filed on the record by corporate officers of AT&T and Comcast, further demonstrating that the ISP agreement has no relevance to the Commission’s public interest merger review.

Pursuant to section 1.1206(b)(2) of the Commission’s rules, this letter is being filed electronically with the Office of the Secretary. Copies of this letter are also being sent to Chairman Powell, as well as the merger review team. Please let me know if you have any questions.

Sincerely,

James L. Casserly

cc:	Michael K. Powell	Royce D. Sherlock	Roger D. Holberg
	Erin Dozier	Simon Wilkie	James R. Bird
	William Dever	Cynthia Bryant	Jeff Tobias
	Patrick Webre	Lauren Kravetz Patrich	Qualex International

WDC 322716v1